

# BYLAWS

of

**THE NORTH EAST**  
**ATHLETIC-CALGARY NORTHSTARS**  
**HOCKEY ASSOCIATION**

Pursuant to the  
Societies Act (Alberta)

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## BYLAWS

### Article I. PREAMBLE

#### Section 1.01 THE SOCIETY

The name of the Society is The ~~North East Athletic~~Calgary Northstars Hockey Association (herein after referred to as "NEAACNHA" or the "Society").

#### Section 1.02 THE BYLAWS

The following articles set forth the Bylaws of the Society.

### Article II. READING THESE BYLAWS

#### Section 2.01 DEFINITIONS

In these Bylaws:

"Act" means the *Societies Act* (Alberta), being Chapter S-14 of the Revised Statutes of Alberta, as amended from time to time, or any statute substituted for it.

"Annual General Meeting" means the annual general meeting described in Section 7.01.

"Board" means the board of directors of this Society pursuant to Article IV.

"Bylaws" means these bylaws of the Society, as amended from time to time.

"Director" means any person elected or appointed to the Board in accordance with the provisions of Section 4.04.

"Financial Year" means the fiscal year of the Society, currently June I through May 31, or as set by the Board from time to time.

"General Meeting" means a meeting of Members called pursuant to Section 7.02.

"in good standing" refers to a Member who at the time in question has paid the required membership fees and who adheres to the objects of the Society.

"Member" means a member of the Society.

"Members Meeting" means any meeting of the Members~~the Annual General Meeting or a Special Meeting.~~

"Members Register""~~"~~ means the list maintained by the Board containing the names of the Members of the Society.

"Officer" means an officer of the Society appointed by the Board.

"Voting Member" means a Member in good standing.

"Special Meeting" means a meeting of Members called pursuant to ~~Section 7.03~~Section 7.02.

"Special Resolution" means:

- i. a resolution passed
  - A. at a Members Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - B. by a vote of not less than 75% of the votes cast by those Members who, if entitled to do so, vote in person,

- ii. a resolution proposed and passed as a Special Resolution at a Members Meeting of which less than 21 days' notice has been given, if all Members entitled to attend and vote at the Members Meeting so agree, or
- iii. a resolution consented to in writing by all Members who would have been entitled at a Members Meeting to vote on the resolution in person.

**Section 2.02 INTERPRETATION**

⊕ The headings, articles, sections and subsections of these Bylaws are for ease of reference only, and are deemed to not form part of these Bylaws and must not be used to interpret any part of these Bylaws.

A reference to “these Bylaws” is a reference to the entire Bylaws and not only one particular Article or Section, a reference to an “Article” is a reference to the contents of only that Article of these Bylaws, a reference to a “Section” is a reference to the contents of only that Section, and a reference to a “Subsection” is a reference to the contents of only that Subsection.

A reference to “hereto”, “hereof”, “herein”, “hereby”, “hereunder” and similar expressions refers to these Bylaws only.

Where the context requires, a reference to one gender means the other or neuter gender; a reference to a single number means the plural, and vice-versa; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

Save as set out above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

**Article III. MEMBERSHIP**

**Section 3.01 CLASSES OF MEMBERSHIP**

There shall be ~~three~~two classes of membership in the Society:

⊕ **General Members** ~~—~~are hockey players playing for teams within the NEAACNHA (as represented by ~~the~~ each player’s parents or legal guardians, if such ~~a~~ player is under the age of eighteen years) who wish to develop their individual and team skills by participation in ~~‘AA’ quadrant hockey~~Elite Hockey, on teams established by the NEAACNHA.

**Associate Members** ~~—are coaches, assistant coaches, trainers, staff or other ‘carded’ officials involved with NEAA hockey. This class of membership also includes~~ are supporters and volunteers: those persons who are interested in promoting or assisting the NEAACNHA to reach its objectives and are willing to contribute time and effort in this regard, and are approved by the Board.

AGLC PREVENTS ANYONE WHO RECEIVES COMPENSATION FROM THE ASSOCIATION FROM BEING A MEMBER.

~~Honorary or Lifetime Members—these memberships are awarded to persons by and at the discretion of the Board for outstanding past service and commitment to the CNHA.~~

REMOVED FOR SIMPLICITY SINCE THESE PEOPLE CAN EASILY BE ADDED AS ASSOCIATE MEMBERS.

Any person who is paid for services rendered to the CNHA shall not be permitted to be a Member.

AGLC REQUIRED CHANGE.

**Section 3.02 RIGHTS AND PRIVILEGES OF MEMBERS**

⊕ Any Member in good standing is entitled to:

- a) attend any Members Meeting of the Society,
- b) inspect the books and records of the Society at a mutually agreeable time upon written application to the Board,
- c) attend and vote on any issue at any Members Meeting of the Society,
- d) stand for election as a Director ~~or Officer~~ of the Society ~~(with the exception of Honorary or Lifetime Members)~~, and
- e) attend ~~(but shall not be entitled to vote.)~~ at any meeting of the Board.

**Section 3.03** BECOMING A MEMBER

Any person may apply to the Board to become a Member of the Society, upon:

- a) completion of such application forms and provision of such information as the Board may reasonably require,
- b) payment of the applicable fee, and
- c) approval of the Board, in the case of Associate Members ~~and Honorary or Lifetime Members~~.

**Section 3.04** MEMBERSHIP FEES

The Board shall establish the fees for each class of membership for each Financial Year. The fee structure shall be closely aligned with that of the Minor Hockey Association of Calgary.

**Section 3.05** ANNUAL NATURE OF MEMBERSHIP

Membership shall be on an annual basis, from September 1 of one year until August 31 of the immediately following year. All membership fees, except as otherwise provided, are due and payable upon application for membership.

**Section 3.06** SUSPENSION AND TERMINATION OF MEMBERSHIP

~~\*)~~ A Member may resign his or her membership of the Society at any time upon written notice to the Board, sent by mail to Box 54022, 2640 - 53 Street NE Calgary, Alberta T1Y 6S6, or such other address as the Board may from time to time direct or by email to the Secretary of the Board. Upon such resignation, a Member shall be entitled to a pro-rated refund of his or her applicable membership fees paid.

Membership may be suspended ~~and~~ or terminated (and a player may be prohibited from participating in hockey activities of the NEAACNHA) if membership fees or other debts or obligations owing by a Member to the Society are not paid by the date due.

The Board, by a motion at a duly constituted Board meeting, may propose to suspend or terminate the membership of any Member at any time ~~for cause~~ and such ~~termination or~~ suspension or termination of membership shall be effected by a vote of no less than two-thirds majority of the Board in the case of a General Member and by a majority vote of the Board in the case of an Associate Member; provided, however, that the Member who is the subject of a proposed suspension or termination shall be served with written notice of the proposed ~~suspension~~ suspension or termination which notice shall be sufficient to allow that Member an opportunity to appear and be heard by the Board prior to the vote. The Member is also entitled to present his or her case in writing if unable to attend the meeting.

In the event of any ~~suspension~~ suspension or termination of a Member's ~~membership~~, that Member ~~will~~ shall not be entitled to any refund of membership fees paid.

**Section 3.07** TRANSFER OF MEMBERSHIP

Membership, and all rights and privileges of membership, are not transferable. All rights and privileges cease when a membership terminates, or when the Member resigns or dies.

**Section 3.08** CONTINUED LIABILITY FOR DEBTS DUE

Although a Member ceases to be a Member, by death, resignation, termination or otherwise, that Member is liable for any debts owing to the Society at the date of ceasing to be a Member.

**Section 3.09** LIMITATION ON THE LIABILITY OF MEMBERS

No Member, in his or her individual capacity, is liable for any debt or liability of the Society.

**Article IV. BOARD OF DIRECTORS**

**Section 4.01 BOARD DUTIES AND AUTHORITY**

☛ The Board shall manage the business and affairs of the Society and shall exercise the powers of the Society in the name of or on behalf of the Society. The Board shall, in managing the business and affairs of the Society, have the following duties:

- a) determine the mission and vision of the Society, having regard to the objects of the Society registered pursuant to the Act from time to time;
- b) ensure effective short term and long term planning;
- c) evaluate the programs and events of the Society;
- d) monitor the operations and the finances of the Society;
- e) approve the annual or any other budget of the Society;
- f) act as an advocate for the Society; and
- g) comply with the provisions of the Act.

The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed agreed to by all directors entitled to vote on the resolution at a meeting of the Board.

Each board member must act honestly, in good faith, and in the best interests of the CNHA, which interests have been legally interpreted to be the best interests of the Members.

THIS IS A LEGAL REQUIREMENT REGARDLESS OF WHAT IS WRITTEN HERE, BUT WE ADDED TO ENSURE FUTURE BOARD MEMBERS UNDERSTAND THE LOYALTY THEY OWE TO THE CHILDREN.

Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board, so long as a quorum remains in office.

**Section 4.02 QUALIFICATIONS**

~~No person shall be~~ To qualified-qualify for election as a Director ~~if a person must be:~~

- a) ~~he or she is less than~~ at least 18 years of age;
- b) ~~he or she is not~~ an individual; and
- c) ~~he or she is not~~ a Member in good standing.

~~Honorary or Lifetime Members do not qualify for election as Directors.~~

**Section 4.03 NUMBER OF DIRECTORS**

The Board shall consist of not fewer than ~~eleven~~ seven and not more than ~~twenty~~ twelve directors.

**Section 4.04 ELECTION AND TERM**

☛ The election of directors shall take place at each Annual General Meeting.

A Board appointed nominating committee, chaired by the ~~Past~~ President and consisting of two non-executive Directors and two non-Director Members, shall:-

- a) invite nominations for any eligible Members who are willing to be nominated for election as a Director of the Society; and
- b) present the names of those Members who are willing to be nominated and who are, in the sole discretion of the nominating committee, qualified for election as a Director of the Society.

NON-EXECUTIVE DIRECTORS PROVIDE INDEPENDENCE FROM MANAGEMENT AND NON-DIRECTOR MEMBERS PROVIDE INDEPENDENCE AND A DIVERSITY OF PERSPECTIVES.



~~i. present the names of those Members who are willing to be nominated and are qualified for election as a Director of the Society, and~~

~~ii.~~

The Nominating Committee shall present to the Members a list of Directors to be voted on as a slate and, in the event a majority of the Members fail to vote for the slate as presented, then the Members shall vote on each proposed Director individually.

WE WANT TO ATTRACT HIGH QUALITY CANDIDATES WHO ARE NOT INCLINED TO EMBARK ON AN INDIVIDUAL CAMPAIGN TO JOIN A NON-PAYING VOLUNTEER BOARD.

The Directors so elected shall hold office until the close of the ~~annual Annual General meeting Meeting of Members~~ next following the election, or until their earlier termination as provided for in these Bylaws.

A Director whose term has expired, if otherwise qualified, shall be eligible for re-election to the Board.

If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected or until their earlier termination in accordance with these Bylaws.

#### **Section 4.05** VACANCIES

If a vacancy occurs on the Board, the Board may appoint a replacement Director, whose term shall expire at the close of the next Annual General Meeting.

#### **Section 4.06** TERMINATION OF DIRECTORSHIP

⇒ A Director may resign at anytime upon written notice to the Board.

The Members may, by Special Resolution, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at a Members Meeting, elect any person who qualifies under these Bylaws in his or her stead for the remainder of his or her term.

#### **Section 4.07** CONSENT

⇒ No election of a person as a Director of the Society shall be effective unless:

- a) he or she was present at the meeting when he or she was elected and did not refuse to act as a Director;
- b) he or she consents in writing to act as a Director before his or her election or before the next Board meeting following his or her election, or
- c) he or she acts as a Director of the Society.

#### **Section 4.08** ELECTRONIC ATTENDANCE

A Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Director participating in a meeting by such means is deemed to be present at the meeting.

#### **Section 4.09** PLACE OF MEETING

Meetings of the Board may be held at any place in or outside of Alberta.

#### **Section 4.10** CALLING OF MEETINGS

Meetings of the Board shall be held from time to time at such time and at such place as the Board, the President or any two Directors may determine. The Board shall meet as the affairs of the Society require, and in any event shall meet a minimum of four times per year.

#### **Section 4.11** NOTICE OF MEETING

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Article VIII ~~Article 8~~ to each Director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at a meeting.

**Section 4.12** ADJOURNED MEETING

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**Section 4.13** REGULAR MEETINGS

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

**Section 4.14** CHAIR

The chair of any meeting of the Board shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting: President, any Vice-President, or Treasurer. If no such officer is present, the Directors present shall choose one of their number to be chair.

**Section 4.15** QUORUM

The quorum for the transaction of business at any meeting of the Board shall consist of no fewer than three Officers together with no fewer than ~~eight~~ four other Directors.

**Section 4.16** VOTES TO GOVERN

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. The President is entitled to vote only in the case of an equality of votes. At all meetings of the Board every question shall be decided by show of hands unless a poll on the question is required by the chair of the Board or requested by any Director. A declaration by the chair of the Board that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of such fact without proof of the number or portion of votes in favour of or against the resolution.

**Section 4.17** RESOLUTION IN WRITING

Directors can pass a resolution in writing as long as it is signed by all of the Directors who would be entitled to vote on that resolution if a meeting of the Directors was held.

ENABLES DECISIONS. TO BE MADE MORE EFFICIENTLY.

~~**Section 4.17**~~ **Section 4.18** REMUNERATION OF DIRECTORS AND OFFICERS

The Directors and Officers shall serve without remuneration provided, however, that nothing ~~in this Section~~ shall prohibit a Director or Officer from ~~receiving being~~ a) —reimbursed ment of his or her for reasonable expenses in connection with ~~his or her~~ services rendered to the Society as a Director or Officer; ~~an honorarium as determined by the Board, or reasonable remuneration and expenses for his or her services to the Society in any other capacity.~~

AGLC RULES PREVENT DIRECTORS AND OFFICERS FROM BEING PAID.

~~**Section 4.18**~~ **Section 4.19** CONFLICT OF INTEREST

A Director who is party to, or who has a material interest in any person who is a party to, a material contract or proposed material contract with the Society shall disclose the nature and extent of his or her interest to the Board immediately upon becoming aware of such contract or proposed contract. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Society's business would not require approval by the Board and a Director interested in a contract so referred to the Board is not entitled to move or second any motion at or to vote at any meeting or other proceeding to such contract.

## ~~Section 4.19~~Section 4.20 COMMITTEES

The Board may appoint a committee of Directors or other Members, however designated, and delegate to such committee any of the powers of the Board. Such committees shall be under the direction of a member of the Board.

## ~~Section 4.20~~Section 4.21 ATTENDANCE AT DIRECTORS' MEETINGS

Members may attend any meeting or proceeding of the Directors, but are not entitled to:

- a) ~~Speak~~ ~~Speak~~ ~~to~~ ~~at~~ the meeting, except with the Board's consent, nor move or second any motion or to vote at any such meetings or proceeding.

## Article V. OFFICERS

### Section 5.01 APPOINTMENT

a) The Board may from time to time appoint a ~~president~~President, one or more ~~vice~~Vice ~~presidents~~Presidents (to which title may be added words indicating seniority or function), a ~~secretary~~Secretary, a ~~treasurer~~Treasurer and such other ~~officers~~Officers as the Board may determine, including one or more assistants to any of the officers so appointed.

In accordance with this Bylaw, The the Board may ~~specify the duties of and, in accordance with this Bylaw, and~~ delegate to such ~~officers~~Officers the power to manage the business and affairs of the Society.

An Officer must be a Director.

One person may hold more than one office.

### Section 5.02 PRESIDENT

The President shall be the chief executive officer and, subject to the authority of the Board, shall:

- a) ~~Have~~have general supervision of the business and affairs of the Society;
- b) ~~Be~~be the direct liaison and provide counsel and leadership to the Board;
- c) ~~Be~~be an ex-officio officer of all struck and standing committees;
- d) ~~Act~~act as a representative and spokesperson of the NEAACNHA to the Minor Hockey Association of Calgary, Hockey Alberta and the Canadian Hockey Association;
- e) ~~Grant~~grant and sign Player Release forms;
- f) ~~Authorize~~authorize travel permits;
- g) ~~Authorize~~authorize player suspensions;
- h) ~~Have~~have all have such other powers and duties as the Board may specify; and
- i) ~~Ensure~~ensure up-to-date and accurate documentation pertaining to his or her specific office.

### Section 5.03 VICE-PRESIDENT

The Vice-Presidents shall have such powers and duties as the Board may specify and shall:

- a) ~~in~~in the absence of the President, fill in for the President at any meetings or functions, as required;
- b) ~~Control~~control and manage the day-to-day operations of the NEAACNHA, including administrative duties, where possible;
- c) ~~Assume~~have such other powers and duties as the Board may specify; ~~special~~ assignments as designated by the Board; and
- d) ~~Ensure~~ensure up-to-date and accurate documentation pertaining to ~~his or her~~their specific office.

### Section 5.04 SECRETARY

The Secretary shall have such powers and duties as the Board may specify and shall

- a) ~~The Secretary shall~~ attend and be the secretary of all meetings of the Board; ~~Members~~ and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings;

- b) ~~The Secretary shall~~ give or cause to be given, as and when instructed, all notices to Members, Directors and Officers.
- c) ~~The Secretary shall~~ be the custodian of any stamp or mechanical device generally used for affixing the corporate seal of the Society and of all books, papers, records, documents and instruments belonging to the Society (except when some other officer or agent has been appointed for that purpose), and
- d) ~~The Secretary shall have such other powers and duties as the Board may specify.~~

~~E~~nsure up-to-date and accurate documentation pertaining to his or her specific office.

#### **Section 5.05**      TREASURER

The Treasurer shall have such powers and duties as the Board may specify and shall

- a) ~~The Treasurer shall~~ be responsible for ensuring that proper accounting records in compliance with the Act are kept and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Society.
- b) ~~The Treasurer shall~~ render to the Board whenever required an account of all his or her transactions as treasurer and of the financial position of the Society, and
- e) ~~The Treasurer shall have such other powers and duties as the Board may specify.~~

~~E~~nsure up-to-date and accurate documentation pertaining to his or her specific office.

#### **Section 5.06**      POWERS AND DUTIES OF OTHER OFFICERS

The powers and duties of all other ~~officers~~ Officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an ~~officer~~ Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

#### **Section 5.07**      VARIATION OF POWERS AND DUTIES

The Board may from time to time vary, add to or omit the powers and duties of any ~~officer~~ Officer.

#### **Section 5.08**      TERM OF OFFICE

Each officer appointed by the Board shall hold office until:

- a) ~~He~~ he or she is removed by the Board, which the Board may do at any time for any reason.
- b) ~~His~~ his or her successor is appointed,
- c) ~~He~~ he or she ceases to be a Director, or
- d) ~~His~~ his or her earlier resignation.

### **Article VI.      PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **Section 6.01**      LIMITATION OF LIABILITY

~~e)~~ Every Director and Officer of the Society in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatever which ~~shall~~ happens in the execution of the duties of his or her office or in relation thereto.

## Section 6.02 INDEMNITY

The Society shall indemnify a Director or Officer, a former Director or Officer, and his or her heirs and legal representatives against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Society or such body corporate, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the Society; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Society shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this Bylaw limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

## Section 6.03 INSURANCE

The Society may purchase and maintain insurance for the benefit of any person referred to in Section 6.02 ~~Section 6.2~~ against any liability incurred by him or her in his or her capacity as a ~~director~~ Director or ~~officer~~ Officer of the Society.

## Article VII. MEMBERS MEETINGS

### Section 7.01 ANNUAL GENERAL MEETING

The Annual General Meeting shall be held at such time in each year and at such place as the Board may from time to time determine for the purpose of:

- a) considering the financial statements required by the Act to be placed before the Annual General Meeting,
- b) electing directors, and
- c) transacting such other business as may properly be brought before the meeting.

### Section 7.02 GENERAL MEETINGS

A General Meeting of Members may be held without notice at any time if all the Members entitled to vote thereat are present in person or, if those not present waive notice of or otherwise consent to such meeting being held, so long as the Members present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such meeting, any business may be transacted which may be transacted at any General Meeting.

A Special Resolution cannot be passed at a General Meeting.

### ~~Section 7.02~~Section 7.03 SPECIAL MEETINGS

~~a)~~ The Board has, or one half of the Members entitled to vote have, the power to call a Special Meeting of Members at any time.

Notice of any Special Meeting shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting.

### ~~Section 7.03~~Section 7.04 NOTICE OF MEETINGS

Notice of the time and place of ~~the Annual General Meeting and any Special Meeting~~ any Members Meeting shall be given in the manner provided in Article VIII ~~Article 8~~ not less than 21 days before the date of the meeting to each Director and Member in good standing.

### ~~Section 7.04~~ GENERAL MEETINGS

~~a) A General meeting of Members may be held without notice at any time if all the Members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held, so long as the Members present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.~~

~~At such meeting any business may be transacted which may be transacted at a meeting of Members.~~

~~A Special Resolution cannot be passed at General Meetings.~~

#### **Section 7.05** CHAIRMAN, SECRETARY AND SCRUTINEERS

The chairman of any ~~meeting of~~Members Meeting shall be the first mentioned of the President or a Vice-President, as ~~have been~~ appointed by the President prior to the meeting, and who is present at the meeting. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary of the Society is absent, the chairman shall appoint ~~some~~ another person to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting.

#### **Section 7.06** PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a ~~meeting of~~Members Meeting shall be Members in good standing. Any other person may be admitted only on the invitation of the Board or with the consent of the meeting.

#### **Section 7.07** QUORUM

~~a)~~ A quorum for the transaction of business at any ~~meeting of~~Members Meeting shall be a minimum of 11 members who are entitled to vote and are present at a duly constituted meeting of the Members.

#### **Section 7.08** PROXIES

Proxy representation is not allowed. A Member entitled to vote at a ~~meeting of~~Members Meeting must attend in person.

#### **Section 7.09** VOTES TO GOVERN

At any ~~meeting of~~Members Meeting every question shall, unless otherwise required by the Act or these Bylaws, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.

#### **Section 7.10** SHOW OF HANDS

Any question at a ~~meeting of~~Members Meeting shall be decided by a show of hands unless a ballot thereon is demanded as hereinafter provided. Upon a show of hands every Member in good standing who is present shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the question, and the result of the vote so taken shall be the decision of the Members upon the question.

#### **Section 7.11** BALLOTS

On any question proposed for consideration at a ~~meeting of~~Members Meeting, and whether or not a show of hands has been taken thereon, any Member in good standing may demand a ballot. A ballot so demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to taking the ballot. If a ballot is taken each Member in good standing is entitled to vote upon the question, and the result of the ballot so taken shall be the decision of the Members upon the said question.

#### **Section 7.12** ADJOURNMENT

The chairman of a ~~meeting of~~Members Meeting may, ~~with the consent of the meeting and subject to such conditions as the meeting may decide,~~ adjourn the meeting from time to time and from place to place with the consent of, and subject to such conditions as decided by, a majority of Members. If a ~~meeting of~~Members Meeting is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier adjourned meeting ~~that is adjourned~~. Subject to the provisions of the Act, if a ~~meeting of~~Members Meeting is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

#### **Section 7.13** RESOLUTION IN WRITING

A written resolution ~~in writing~~ signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a duly convened meeting of the Members.

## Article VIII. NOTICES

### Section 8.01 METHOD OF GIVING NOTICES

⊕ Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, these Bylaws or otherwise to a Member, Director or Officer shall be sufficiently given if:

- ~~i~~a) delivered personally to the person to whom it is to be given if delivered to ~~at~~ that person's address shown on the Members Register,
- ~~i~~b) mailed to that person at that person's address shown on the Members Register by first class mail (except in the event of an actual or threatened stoppage or slowdown in mail delivery, in which case an alternate method of giving notice shall be used), or
- ~~i~~c) if sent to that person at that person's electronic address shown on the Members Register, by facsimile transmission or electronic mail communication or any other means of electronic communication capable of generating a permanent written record of the message.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched.

The secretary may change or cause to be changed the recorded address of any Member in accordance with any information believed by the Secretary to be reliable.

### Section 8.02 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### Section 8.03 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### Section 8.04 WAIVER OF NOTICE

Any Member entitled to attend a ~~meeting of~~ Members Meeting may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations thereunder, the Articles, the by-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a ~~meeting of~~ Members Meeting or of the Board or a committee of the Board which may be given in any manner.

## Article IX. FINANCIAL MATTERS

### Section 9.01 BORROWING POWERS

The Board may from time to time borrow money or charge, hypothecate, mortgage ~~of or~~ pledge, any ~~of or~~ all of the real or personal property of the Society to secure any liability of the Society. From time to time the Board may by resolution authorize any two Directors or two officers of the Society ~~of the Society~~ to make arrangements with reference to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof, and as to the security given therefor, generally to manage, transact and settle the borrowing of money by the Society.

### Section 9.02 AUDIT

⊕ The Board shall appoint either a qualified accountant or two Members to perform an audit of the financial accounts of the Society.

The auditor or auditors shall make a report to the Members on the accounts examined by them and on every balance sheet laid before the Members at any Annual General Meeting.

The report shall state:

- ~~ii.a)~~ Whether or not they have obtained all the information and explanations they have required; and
- ~~ii.b)~~ Whether, in their opinion, the balance sheet referred to in their report is properly drawn up so as to exhibit a true and correct view of the state of the Society affairs according to the best of their information and the explanations given to them, and as shown by the books of the Society.

### **Section 9.03 FINANCIAL YEAR**

The financial year of the Society commences on June 1 and ends on the succeeding May 31 unless otherwise determined by the Board.

### **Section 9.04 ALBERTA GAMING AND LIQUOR LICENSE ELIGIBILITY**

To ensure the CNHA remains eligible for its Alberta Gaming and Liquor Commission License, Members, Directors and Officers shall not be paid any compensation for services rendered to the CNHA. For greater certainty, any individual who is paid to be affiliated with the CNHA cannot be a Member, Director or Officer.

### **Section 9.05 EXPENDITURES AND ASSUMED LIABILITIES**

Executive members of the board of directors may spend up to, or assume a liability up to, \$1,000 for items and or services that are related to the day-to-day operation of the society. Any expenditure or assumed liability over \$1,000 must be pre-approved by the board of directors.

## **Article X. MISCELLANEOUS PROVISIONS**

### **Section 10.01 SEAL**

~~If the Society authorizes a corporate seal, then that~~ The Society's seal shall remain in the custody of the Secretary of the Society and shall be affixed to all agreements and documents ~~under the direction of that have been approved by~~ the Board.

### **Section 10.02 RESCISSION OR ALTERATION**

The By-laws of the Society shall not be rescinded or amended except by Special Resolution.

### **Section 10.03 BOOKS AND RECORDS**

The Board shall cause all necessary books and records of the Society required by the Act or by any applicable statute to be regularly and properly kept.

### **Section 10.04 PROCEEDINGS**

The Board shall cause minutes of proceedings of all Board meetings and Members Meetings to be kept.

### **Section 10.05 REGISTER OF MEMBERS**

~~ii)~~ The Society shall keep a Members Register containing the names of every person who is admitted as a Member of the Society, together with the following particulars of each person:

- ~~ii.a)~~ the full name and residential address;
- ~~ii.b)~~ an electronic address for the person, if available;
- ~~ii.c)~~ the date on which the person is admitted as a member;
- ~~ii.d)~~ the date on which the person ceases to be a member; and
- ~~ii.e)~~ the class of membership of the person.

The Society shall permit a Member of the society to inspect the Members Register without payment of a fee, at any time at any mutually agreeable location within the City of Calgary.

The Society shall, within a reasonable time of receiving from a Member a request to do so, provide to the Member a copy of the register, the annual list of Members or an excerpt from any one or more of them, on payment by the Member of such fee as the Board specifies, which fee shall not exceed that permitted by the Act or regulations under the Act.



**Section 10.06**     ARBITRATION

- ⊕)     A dispute arising out of the affairs of the Society and between any Members of the Society or between:
- †:a) a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member,  
or
  - \*†:b) a person claiming through the Member or aggrieved person or claiming under these Bylaws, and the Society or a Director or Officer of the society, shall be decided by arbitration, which shall be under the Arbitration Act (Alberta).

A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and except upon an error of law or mixed fact and law there is no appeal from such decision.

**Section 10.07**     RESOLUTION TO DISSOLVE

- ⊕)     The Board may move to dissolve the Society at a Special Meeting of the Society.

In the event of dissolution or winding up of the Society, all remaining assets shall be distributed to one or more recognized societies or charitable associations in Canada selected by the Board.

**Section 10.08**     EFFECTIVE DATE

These Bylaws shall come into Force when registered with the Registrar of Corporations.

END